

## **Bylaws of Michigan Alliance for the Conservation of Cultural Heritage**

(Approved at 6/5/90 Meeting)

(Amended 4/20/92)

(Amended 10/13/00)

(Amended 10/21/05)

Revised 27 June 2006 and 30 January 2007

### Mission

The Michigan Alliance for the Conservation of Cultural Heritage, hereinafter referred to as the "Alliance," promotes the protection and preservation of Michigan's cultural resources for the enjoyment, education and benefit of present and future generations. Cultural heritage resources include materials such as books, archival materials, records, objects, artworks, artifacts of everyday life, and historic sites, buildings and landscapes. These resources may be held publicly or privately, as individual items or in the collections of libraries, archives and museums.

### Goals:

1. Raise awareness among Michigan citizens of the value of our cultural resources and the necessity to protect and preserve them.
2. Advocate the protection and preservation of cultural resources in professional and public forums.
3. Advocate action by individuals, organizations and government to ensure the vitality and protection of our cultural heritage.
4. Promote, sponsor and facilitate education and training in preservation and conservation of cultural heritage resources.

## Bylaws

### A. Board of Directors.

Section 1. Number and Term of Office. The Board of Directors shall consist of not less than 15 nor more than 25 members.

Section 2. Election of New Directors. Additional directors must be proposed for membership to the Board of Directors by the nominating committee. Voting may be by e-mail ballot or at regularly scheduled meetings. Approval requires a quorum of current members.

Section 3. Directors are elected at the annual meeting to a 3-year term with the possibility of renewal. If elected to the board during the year, effective date is the closest annual meeting.

### B. Attendance at Meetings.

All directors are expected to attend the regularly scheduled meetings of the Alliance to assure the existence of a quorum to conduct business.

C. Officers.

The Board of Directors shall have the following officers:

President  
Vice-President  
Recording Secretary  
Corresponding Secretary  
Treasurer

Each officer shall be elected for a term of three (3) years by the quorum of members present at the annual meeting of the Alliance with the possibility of reelection to one consecutive term.

Section 1. The President shall preside over the meetings of the Alliance, and supervise all its functions subject to the orders of the Board of Directors. The President shall distribute the agenda for meetings.

Section 2. The Vice President shall assume the functions and exercise the powers of the President, in the latter's absence, and perform such other duties as assigned by the Board of Directors.

Section 3. The Recording Secretary shall keep, distribute and archive minutes of the Board meetings; assist in the distribution of the agenda and other handouts prior to the meeting; book meeting rooms; and perform other duties as assigned by the President.

Section 4. The Corresponding Secretary shall conduct all official correspondence of the Alliance; maintain an accurate mailing list of the directors and friends; coordinate and record e-mail elections; and provide periodic updated board lists to officers and the webmaster. The Corresponding Secretary will write acknowledgements to donors and archive electronic and other publicity about the Alliance; and perform other duties as assigned by the President.

Section 5. The Treasurer shall have care and custody of Alliance funds and assets, which shall be disbursed upon order of the Board of Directors. The Treasurer shall file the annual taxes and report to the Board periodically. An accounting of all transactions for the fiscal year shall be reported at the annual meeting.

D. Duties and obligations of the Directors.

Section 1. All directors shall serve as individuals and not as representatives of any person, agency, or institution.

Section 2. All directors are eligible to vote on all matters affecting the Alliance.

Section 3. The general duties of the Alliance directors are:

- A. to gather information about the condition and care of Michigan's cultural resources.
- B. to publish information and promote awareness about current condition and care, and proposals for improving the conservation of Michigan's cultural resources.
- C. to hold conferences and other public meetings to promote the conservation of Michigan's cultural resources.
- D. to inform government, business, community and funding leaders about the need and importance of proper conservation of Michigan's cultural resources.
- E. to raise funds necessary to carry out the stated purpose of the Alliance.

E. Meetings.

Section 1. Meetings of the Alliance shall be held a minimum of three (3) times a year, including the annual meeting, at such times and places as are determined by the Board of Directors. Notice of the time and location of meetings shall be made by the Corresponding Secretary.

Section 2. Special meetings may be called by the President, or at the request of any three directors, whenever they are deemed necessary. Notices of special meetings shall be given at least five (5) days before the date of the meeting and shall state the purpose of the meeting.

Section 3. The Alliance shall hold an annual meeting within 120 days of the close of its fiscal year, at a time and place determined by the Board of Directors, at which time all annual business of the Alliance shall be conducted.

Section 4. A quorum for all meetings shall consist of one third (1/3) plus one of the directors in good standing.

Section 5. Board meetings can be attended by conference telephone call. Such meetings must be conducted in such a way that all members participating can hear each other at the same time, and special rules should be adopted to specify precisely how recognition is to be sought and the floor obtained during such meetings.

F. Committees.

The Alliance shall have the following standing committees:

Section 1. Executive Committee consisting of the officers and chairs of standing committees may act on behalf of the Alliance between meetings. Such action shall be reported to the Alliance at its next scheduled meeting.

Section 2. Nominating Committee, consisting of a chair and at least two other past or current directors appointed by the President, shall prepare a slate of candidates for vacant officer positions. Names of all proposed officers shall be circulated electronically to members of the Board of Directors at least three (3) weeks prior to the annual meeting. Additional vacant Alliance directors can be proposed at any time. Names and C.V.s of proposed directors shall be circulated for comment by sitting board members at least three (3) weeks prior to the vote. The Chair of the Nominating Committee shall conduct the election which can be done electronically.

Section 3. The President shall appoint ad hoc committees as are needed to carry out the Alliance mission.

Section 4.

Vacancies may be filled at any time during the year to fulfill the remainder of an open 3-year term.

#### G. Finance.

Section 1. Fiscal Year. The fiscal year of the Alliance shall begin on the first day of July and end on June 30.

Section 2. Dues and contributions. The determination for the need of dues and their amount may be established by the Board of Directors. Contributions may be solicited from granting agencies, businesses, organizations, members and interested individuals.

#### H. Parliamentary Authority.

Robert's Rules of Order shall be the parliamentary authority in all cases not covered by these bylaws.

#### I. Amendments.

These bylaws may be amended by a majority vote at any meeting, provided that one month advance notice of the proposed change has been furnished to the directors, in writing.

#### J. Indemnification of Officers and Directors.

Officers and directors may be indemnified as outlined in the original Articles of Incorporation, 6/5/90 document.

|  
K. Dissolution.

In the event of the dissolution of the Alliance, the officers shall determine how to distribute assets to a 501(c) (3) organization with a mission similar to that of the Alliance.